

MICHAEL W. FLEMING
ATTORNEY-AT-LAW

SWIDLER
&
BERLIN
CHARTERED

DOCKET FILE COPY ORIGINAL
DIRECT DIAL 6951
MWFLEMING@SWIDLAW.COM

June 1, 1998

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BY HAND DELIVERY

Magalie Roman Salas, Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

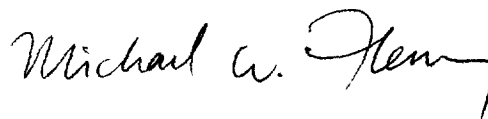
Re: CC Docket No. 97-211

Dear Secretary Salas:

Enclosed for filing are an original and twelve (12) copies of the Joint Reply of WorldCom, Inc. and MCI Communications Corporation to Renewed Motion to Dismiss in the above-referenced proceeding. Also enclosed is a diskette with the document in WordPerfect 5.1 format.

I would appreciate it if you would please date-stamp the enclosed extra copy of this filing and return it with the messenger to acknowledge receipt by the Commission.

Very truly yours,



Michael W. Fleming

Enclosure

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
JUNE 1, 1998

In the Matter of

)

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Applications of WorldCom, Inc. and
MCI Communications Corporation for

)

CC Docket No. 97-211

Transfer of Control of MCI Communications
Corporation to WorldCom, Inc.

)

)

To: The Commission

**JOINT REPLY
OF WORLDCOM, INC. AND MCI COMMUNICATIONS CORPORATION
TO RENEWED MOTION TO DISMISS**

MCI COMMUNICATIONS
CORPORATION

WORLDCOM, INC.

Michael H. Salsbury
Mary L. Brown
Larry A. Blosser
MCI COMMUNICATIONS
CORPORATION
1801 Pennsylvania Ave., N.W.
Washington, D.C. 20006-3606
(202) 872-1600

Andrew D. Lipman
Jean L. Kiddoo
Michael W. Fleming
SWIDLER & BERLIN, CHTD.
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500

Anthony C. Epstein
John B. Morris
Ian H. Gershengorn
JENNER & BLOCK
601 Thirteenth St., N.W.
Washington, D.C. 20005
(202) 659-6000

Catherine R. Sloan
Robert S. Koppel
WORLDCOM, INC.
1120 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 776-1550

Dated: June 1, 1998

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications of WorldCom, Inc. and)	
MCI Communications Corporation for)	CC Docket No. 97-211
Transfer of Control of MCI Communications)	
Corporation to WorldCom, Inc.)	

To: The Commission

**JOINT REPLY
OF WORLDCOM, INC. AND MCI COMMUNICATIONS CORPORATION
TO RENEWED MOTION TO DISMISS**

WorldCom, Inc. ("WorldCom") and MCI Communications Corporation ("MCI") (collectively "Applicants"), by their undersigned counsel, hereby respond to the unauthorized pleading styled as a "Renewed Motion to Dismiss" filed by the Rainbow/PUSH Coalition ("Rainbow") and 23 other participants ("Renewed Motion"). The Renewed Motion is nothing more than a much belated surreply to the Second Joint Reply filed by the Applicants on March 20, 1998; it raises no issues that could not have been raised previously in comments by any of the participants to the Renewed Motion (and were, in fact, so raised); and it serves no procedural purpose other than to rehash previously refuted arguments and squander the resources of the Applicants and the Commission. The Commission should summarily deny the Renewed Motion not only as procedurally improper and substantively meritless, but also as raising no issue that has not already been addressed in the record.

The Renewed Motion is procedurally defective and unauthorized. A Motion to Dismiss filed by GTE Service Corporation ("GTE"), which the Applicants have earlier demonstrated as baseless, is pending at the Commission, and responses and comments to the Motion to Dismiss have long

since been filed.¹ “Renewal” of GTE’s motion is wholly inappropriate because the comment cycle on GTE’s motion has long been completed and the Commission has all the information it needs to deny GTE’s motion. The rules of the Commission do not provide for the sort of evergreen “renewal” attempted here by Rainbow. Moreover, the record in this case is substantial and is more than sufficient for the Commission to base its decision.

Notwithstanding its procedural deficiencies, the Renewed Motion fails entirely in its stated purpose as a motion to dismiss; namely to test whether the Applicants have submitted evidence to justify their request for approval of the transfer of control. In their Application, First Joint Reply, and Second Joint Reply, the Applicants have submitted hundreds of pages of facts, expert testimony, and evidence to demonstrate that the combination of MCI with WorldCom is clearly in the public interest. Indeed, the substantial record that has been developed in support of this Application is unprecedented for a transfer of control between non-dominant carriers. Although the record was sufficient to grant the transfer of control prior to the filing of the Second Joint Reply, the Applicants in that filing expressly replied to the arguments raised by other parties and demonstrated on a point-by-point basis compliance with the specific criteria stated in *Bell Atlantic/NYNEX*,² which proceeding regarded the transfer of control of one monopoly incumbent carrier to another monopoly

¹ Motion to Dismiss of GTE Service Corporation, CC Docket No. 97-211, filed Jan. 5, 1998; *see, e.g.*, Joint Opposition [of WorldCom and MCI] to GTE Service Corporation Motion to Dismiss, CC Docket No. 97-211, filed Jan. 27, 1998; Joint Reply [of WorldCom and MCI] to Comments in Support of GTE Service Corporation Motion to Dismiss, filed Feb. 5, 1998.

² Applications of NYNEX Corporation, Transferor, and Bell Atlantic Corporation, Transferee, for Consent to Transfer Control of NYNEX Corporation and Its Subsidiaries, *Memorandum Opinion and Order*, FCC 97-286, 9 Comm. Reg. (P&F) 187 (rel. Aug. 14, 1997) (“*Bell Atlantic/NYNEX*”).

incumbent carrier. It is absurd for Rainbow now to suggest that the Applicants have failed to produce sufficient evidence to support their Application.³

Although couched as a procedural motion, the Renewed Motion is in reality nothing more than an attempt to rehash the comments previously filed by Rainbow, GTE, CWA, Greenlining and others in opposition to the Application. The Renewed Motion reflexively claims that the Second Joint Reply fails to respond adequately to the allegations that the combination of MCI and WorldCom will somehow impair, rather than enhance, competition, yet ignores completely the fact that each of those allegations was addressed and refuted first in the Joint Reply, and then addressed and re-refuted in the Second Joint Reply. The Applicants see no need at this point in the proceeding, with the significant record that has already been established, to respond once again to the same groundless arguments made by those unalterably opposed to this merger.

³ See also Joint Reply [of WorldCom and MCI] to Comments in Support of GTE Service Corporation Motion to Dismiss, filed Feb. 5, 1998, at n.6 (demonstrating that any new application standard requires full and explicit notice of all its requirements before it may be enforceable by the severe sanction of dismissal).

For the foregoing reasons, the Commission should reject Rainbow's unauthorized Renewed Motion. There is simply no basis, procedurally or substantively, for the Commission to consider the Rainbow filing. Rather, based on the extensive record evidence, the Commission should promptly grant the Application.

Respectfully submitted,

**MCI COMMUNICATIONS
CORPORATION**

Larry A Blosser

Michael H. Salsbury

Mary L. Brown

Larry A. Blosser

**MCI COMMUNICATIONS
CORPORATION**

1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-3606
(202) 872-1600

Anthony C. Epstein

John B. Morris

Ian H. Gershengorn

JENNER & BLOCK

601 Thirteenth St., N.W.
Washington, D.C. 20005
(202) 639-6000

WORLDCOM, INC.

Andrew D Lipman

Andrew D. Lipman

Jean L. Kiddoo

Michael W. Fleming

SWIDLER & BERLIN, CHARTERED

3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500

Catherine R. Sloan

Robert S. Koppel

WORLDCOM, INC.

1120 Connecticut Avenue, N.W.
Washington, D.C. 20036
(202) 424-1550

Dated: June 1, 1998

CERTIFICATE OF SERVICE

I, Michael W. Fleming, hereby certify that on June 1, 1998 a copy of the foregoing
"JOINT REPLY OF WORLDCOM, INC. AND MCI COMMUNICATIONS CORPORATION
TO RENEWED MOTION TO DISMISS" was sent by First Class Mail, postage prepaid, to the
following:

Chairman William E. Kennard*
Federal Communications Commission
1919 M Street, N.W.
Room 814
Washington, D.C. 20554

Commissioner Susan Ness*
Federal Communications Commission
1919 M Street, N.W.
Room 832
Washington, D.C. 20554

Commissioner Harold Furchtgott-Roth*
Federal Communications Commission
1919 M Street, N.W.
Room 802
Washington, D.C. 20554

Commissioner Michael Powell*
Federal Communications Commission
1919 M Street, N.W.
Room 844
Washington, D.C. 20554

Commissioner Gloria Tristani*
Federal Communications Commission
1919 M Street, N.W.
Room 826
Washington, D.C. 20554

Magalie Roman Salas* (Orig.+12+diskette)
Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

John T. Nakahata, Chief of Staff*
Office of the Chairman
Federal Communications Commission
1919 M Street, N.W.
Room 814
Washington, D.C. 20554

A. Richard Metzger, Chief*
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W.
Room 500
Washington, D.C. 20554

Regina M. Keeney, Chief*
International Bureau
Federal Communications Commission
2000 M Street, N.W.
Room 800
Washington, D.C. 20054

Daniel B. Phythyon, Chief*
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W.
Room 5002
Washington, D.C. 20554

Thomas C. Power*
Office of the Chairman
Federal Communications Commission
1919 M Street, N.W.
Room 814
Washington, D.C. 20554

James Casserly*
Office of Commissioner Ness
Federal Communications Commission
1919 M Street, N.W.
Room 832
Washington, D.C. 20554

Kyle Dixon*
Office of Commissioner Powell
Federal Communications Commission
1919 M Street, N.W.
Room 844
Washington, D.C. 20554

Paul Gallant*
Office of Commissioner Tristani
Federal Communications Commission
1919 M Street, N.W.
Room 826
Washington, D.C. 20554

Kevin Martin*
Office of Commissioner Furchtgott-Roth
Federal Communications Commission
1919 M Street, N.W.
Room 802
Washington, D.C. 20554

Lawrence Strickling, Chief*
Competition Division
Office of the General Counsel
Federal Communications Commission
1919 M Street, N.W.
Room 658
Washington, D.C. 20554

Rebecca L. Dorch*
Competition Division
Office of General Counsel
Federal Communications Commission
1919 M Street, N.W.
Room 650-F
Washington, D.C. 20554

Janice Myles*
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W.
Room 544
Washington, D.C. 20554

International Reference Room (2 Copies)*
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Federal Communications Commission
2025 M Street, N.W.
Room 5608
Washington, D.C. 20554

International Transcription Services, Inc.*
2100 M Street, N.W.
Suite 140
Washington, D.C. 20037

Richard E. Wiley
R. Michael Senkowski
Jeffrey S. Linder
Robert J. Butler
WILEY, REIN & FIELDING
1776 K Street, N.W.
Washington, D.C. 20006

Michelle Carey (2 copies+diskette)
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W.
Room 544
Washington, D.C. 20554

Ramsey L. Woodworth
Robert M. Gurss
Rudolph J. Geist
WILKES, ARTIS, HEDRICK & LANE,
Chartered
1666 K Street, N.W., Suite 1100
Washington, D.C. 20006

John Thorne
Sarah Deutsch
Robert H. Griffen
Attorneys for Bell Atlantic
1320 North Court House Road
8th Floor
Arlington, VA 22201

William B. Barfield
Jonathan Banks
BELLSOUTH CORPORATION
Suite 1800
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

George Kohl
Senior Executive Director, Research and
Development
Communications Workers of America
501 Third Street, N.W.
Washington, D.C. 20001-2797

John J. Sweeney
President
American Federation of Labor and Congress
of Industrial Organizations
815 16th Street, N.W.
Washington, D.C. 20006

Janice Mathis
General Counsel
Rainbow/PUSH Coalition
Thurmond, Mathis & Patrick
1127 W. Hancock Avenue
Athens, GA 30603

David Honig
Special Counsel
Rainbow/PUSH Coalition
3636 16th Street, N.W., #B-366
Washington, D.C. 20010

David Honig
American G.I. Forum
Asian Enterprise Magazine
Black Business Association
California Coalition of Hispanic
Organizations
Counsel of the Asian American Business
Associations
Mexican American Grocers Association
Mexican American Political Association
Minority Business Counsel of Orange
County
National Asian Pacific Publishers
Association
National Black Business Counsel, Inc.
San Francisco Black Chamber
Sloan Communications, Inc.
Southeast Asian Community Center
VDV Communications
Vietnamese Community of Orange County
West Coast Valet Service
3636 16th Street, N.W., #B-366
Washington, D.C. 20010

Matthew R. Lee, Esq.
Executive Director
Inner City Press/Community on the Move &
Inner City Public Interest Law Project
1919 Washington Avenue
Bronx, NY 10457

Andrew Jay Schwartzman
Gigi B. Sohn
Joseph S. Paykel
Media Access Project
Suite 400
1707 L Street, N.W.
Washington, D.C. 20036

Thomas A. Hart, Jr.
M. Tamber Christian
Amy E. Weissman
GINSBERG, FELDMAN AND BRESS
Chartered
1250 Connecticut Avenue, N.W.
Washington, D.C. 20036

Leon M. Kestenbaum
Jay C. Keithley
Michael B. Fingerhut
Sprint Corporation
1850 M Street, N.W., 11th Floor
Washington, D.C. 20036

Alan Y. Naftalin
Gregory C. Staple
R. Edward Price
KOTEEN & NAFTALIN, L.L.P.
1150 Connecticut Avenue, N.W.
Washington, D.C. 20036

Robert Gnaizda
Itzel D. Berrio
The Greenlining Institute
785 Market Street, 3rd Floor
San Francisco, CA 94103

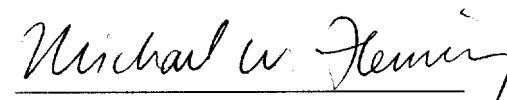
Susan E. Brown
Latino Issues Forum
785 Market Street, 3rd Floor
San Francisco, CA 94103

Charles Helein
Helein & Associates
8180 Greensboro Drive
Suite 700
McLean, VA 22102

Sue Ashdown
Coalition of Utah Independent Internet
Service Providers
Xmission
51 E. 400 S. Suite 200
Salt Lake City, UT 84111

James Love
Consumer Project on Technology
P.O. Box 19367
Washington, DC 20036

Barbara O'Connor
Donald Vial
Maureen Lewis
The Alliance for Public Technology
901 Fifteenth St., N.W., Suite 230
Washington, DC 20005


Michael W. Fleming

* VIA HAND DELIVERY